

EXHIBIT 3



Office of the Secretary of State

December 14, 2021

Attn: LEIGHTON MICHAUX ADKINSON BROWN PLLC

Leighton, Michaux, Adkinson & Brown, PLLC.
248 Addie Roy Road, Suite B-204
Austin, TX 78746 USA

RE: NFN8 FOUNDATION
File Number: 804348432

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <https://window.state.tx.us/taxinfo/franchise/index.html>. For information on state tax exemption, including applications and publications, visit the Comptroller's Exempt Organizations web site at <https://window.state.tx.us/taxinfo/exempt/index.html>. Information on exemption from federal taxes is available from the Internal Revenue Service web site at <https://www.irs.gov>.

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation. If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555
Enclosure

Come visit us on the internet at <https://www.sos.texas.gov/>



Office of the Secretary of State

CERTIFICATE OF FILING OF

NFN8 FOUNDATION

File Number: 804348432

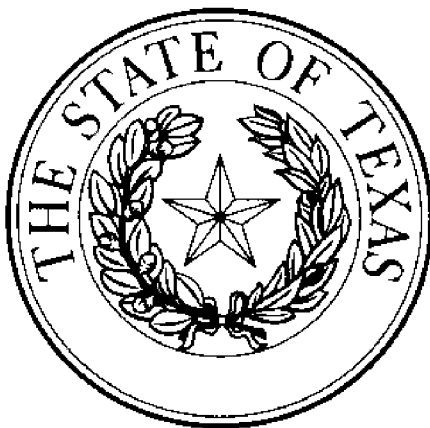
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 12/08/2021

Effective: 12/08/2021



A handwritten signature in black ink, appearing to read "John B. Scott".

John B. Scott
Secretary of State

CERTIFICATE OF FORMATION

OF

NFN8 FOUNDATION

ARTICLE I.

The filing entity being formed is a nonprofit corporation. The name of the Nonprofit Corporation is NFN8 FOUNDATION ("the Corporation").

ARTICLE II.

The business address of the initial registered office of the Corporation is 13809 Research Blvd. #785, Austin, Texas 78750, and the name of the Corporation's initial registered agent is Joshua Moore, an individual resident of the state.

ARTICLE III.

The management of the affairs of the corporation is vested in the board of directors. The number of directors constituting the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
JOSHUA MOORE	13809 Research Blvd. #785 Austin, Texas 78750
STEVEN GREENE	2045 NW 9 th Street Delray Beach, FL 33445
CORY RODRIGUEZ	4228 Mildred Ave. Los Angeles, CA 90066

ARTICLE IV.

The Corporation shall have no members.

ARTICLE V.

The Corporation is organized exclusively for charitable, educational, literary and scientific purposes, and in furtherance of such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (hereinafter referred to as the “Code”).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in section 501(c)(3) of the Code or as a corporation contributions to which are deductible under section 170(a)(1) of the Code by virtue of being charitable contributions as defined in section 170(c)(2) of the Code.

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to one or more organizations that are exempt from federal income tax by virtue of being described in Section 501(c)(3) of the Code.

ARTICLE VI.

If the corporation is a private foundation within the meaning of Section 509(a) of the Code, or corresponding provisions of any subsequent federal tax laws, the corporation:

- (1) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws;
- (2) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax law;
- (3) Shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws;
- (4) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws; and
- (5) Shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VII.

The period of the Corporation's duration is perpetual. The Corporation is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Business Organizations Code.

ORGANIZER

The name and address of the organizer is:

William R. Leighton
248 Addie Roy Road, Suite B204
Austin, Texas 78746

EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the secretary of state.

EXECUTION

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 12/8/21


William R. Leighton